

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "U.S. SECOND I.R.E. MANAGEMENT CORP." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTY-FIRST DAY OF JANUARY, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF DISSOLUTION, FILED THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2000, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "U.S. SECOND I.R.E. MANAGEMENT CORP."

2693804 8100H

080140107

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6372775

DATE: 02-11-08

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/31/1997
971033909 - 2693804

CERTIFICATE OF INCORPORATION
OF
U.S. SECOND I.R.E. MANAGEMENT CORP.

Pursuant to Section 102 of the General
Corporation Law of the State of Delaware

FIRST: The name of the corporation is U.S. SECOND I.R.E. MANAGEMENT CORP. (the "Corporation").

SECOND: The registered office of the Corporation in the State of Delaware is located at 1013 Centre Road, City of Wilmington, County of New Castle, Delaware 19805. The name and address of the Corporation's registered agent is Corporation Service Company, 1013 Centre Road, Wilmington, Delaware 19805.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have the authority to issue is three thousand (3,000), with each such share having a par value of \$0.01 per share. All such shares are of one class and are shares of common stock (the "Common Stock").

FIFTH: The name and mailing address of the sole incorporator is Harold D. Garrison, 700 Market Tower, 10 West Market Street, Indianapolis, Indiana 46204.

SIXTH: The Corporation shall have perpetual existence.

SEVENTH: The Corporation specifically elects not to be subject to the provisions of Section 203 of the General Corporation Law of the State of Delaware, as the same may be amended, supplemented or restated from time to time.

EIGHTH: The Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the Corporation.

NINTH: Elections of directors need not be by written ballot unless the by-laws of the Corporation shall otherwise provide.

TENTH: The number of directors constituting the Board of Directors shall be determined by the Board of Directors, subject to the by-laws of the Corporation. Any vacancy in the Board of Directors, whether arising from death, resignation, removal (with or without cause), an increase in the number of directors or any other cause, may be filled by the vote of either a majority of the directors then in office, though less than a quorum, or by the stockholders at the next annual meeting thereof or at a special meeting called for such purpose. Stockholders may not apply to request that the Delaware Court of Chancery summarily order an election to be held to fill any vacancies in the Board of Directors whether or not, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole Board of Directors as constituted immediately prior to any such vacancy or increase. Each director so elected shall hold office until the next meeting of the stockholders in which the election of directors is in the regular order of business and until his successor shall have been elected and qualified.

ELEVENTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

TWELFTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which said application has been made, be binding on all the creditors or class of creditors, and/or on all of the stockholders or class of stockholders of the Corporation, as the case may be, and also on the Corporation.

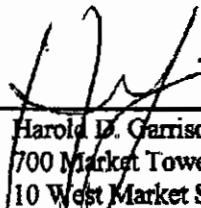
THIRTEENTH: Special meetings of the stockholders of the Corporation may only be called by the Board of Directors of the Corporation upon the request of any two directors, by the holders of one-third or more of the outstanding Common Stock, or by the duly elected officers of the Corporation.

FOURTEENTH: Except as may otherwise be specifically provided in this Certificate of Incorporation, no provision of this Certificate of Incorporation is intended by the

Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the General Corporation Law upon the Corporation, upon its stockholders, bondholders and security holders, and upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors and officers in the capacities defined and prescribed by the General Corporation Law and the defined and prescribed rights of said persons to indemnification as the same are conferred under the General Corporation Law. The Corporation shall, to the fullest extent permitted by the laws of the State of Delaware, including, but not limited to Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of Directors, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Delaware law, from and against any and all of the expenses, liabilities or other matters referred to or covered by said Section. The indemnification provisions contained in the Delaware General Corporation Law shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, resolution of stockholders or disinterested directors, or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent, both as to action in his official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of such person.

FIFTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute or by this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand this 31st day of January, 1997 and I affirm that the foregoing certificate is my act and deed and that the facts stated herein are true


 Harold D. Garrison, Sole Incorporator
 700 Market Tower
 10 West Market Street
 Indianapolis, Indiana 46204

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 02/28/2000
001099708 - 2693804

CERTIFICATE OF DISSOLUTION

OF

U.S. SECOND I.R.E. MANAGEMENT CORP.

Pursuant to Section 275 of the General
Corporation Law of the State of Delaware

FIRST: The name of the corporation is U.S. Second I.R.E. Management Corp. (the "Corporation").

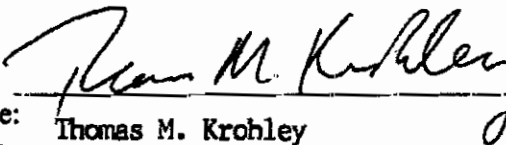
SECOND: The dissolution of the Corporation was authorized on February 1, 2000.

THIRD: The dissolution of the Corporation was authorized and approved by the board of directors and the sole stockholder of the Corporation, in accordance with the provisions of Section 275(a) and (b) of the General Corporation Law of the State of Delaware.

FOURTH: The names and addresses of the officers and directors of the Corporation are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Frederik O. Crawford	President and Director	c/o Mansur Investment Services, Inc. 700 Market Tower 10 West Market Street Indianapolis, IN 46204
Cornelius M. Alig	Vice President and Director	700 Market Tower 10 West Market Street Indianapolis, IN 46204
Harold D. Garrison	Vice President and Director	700 Market Tower 10 West Market Street Indianapolis, IN 46204
Thomas M. Krohley	Secretary, Treasurer and Director	33 East 67 th Street New York, NY 10021

IN WITNESS WHEREOF, I have hereunto set my hand this 28th day of February, 2000 and I affirm that the foregoing certificate is the act and deed of the Corporation and that the facts stated herein are true.


Name: Thomas M. Krohley
Title: Secretary / Treasurer

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE ANNUAL REPORT OF "U.S. SECOND I.R.E. MANAGEMENT CORP." AS FILED IN THIS OFFICE.



2693804 8200

080140122

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6372781

DATE: 02-11-08

STATE OF DELAWARE

1997 ANNUAL FRANCHISE TAX REPORT



DO NOT ALTER FILE NUMBER

FIR NUMBER 2693804		CORPORATION NAME U.S. SECOND I.R.E. MANAGEMENT CORP.		PHONE NUMBER 317-464-8200	
FEDERAL EMPLOYER ID NO. 35-2005813		INCORPORATION DATE JANUARY 31, 1997		RENEWAL / REVOCATION DATE	
AUTHORIZED STOCK BEGINNING DATE 01-31-97	ENDING DATE	DESIGNATION OR STOCK CLASS COMMON	NO. OF SHARES 3,000	PAR VALUE / SHARE .010000	NO. SHARES ISSUED 3,000
FRANCHISE TAX \$30.00		1.5% MONTHLY INTEREST \$.00		ANNUAL FILING FEE \$ 20.00	
PREPAID OR TX. PAYMENTS \$ 50.00		PREV. CREDIT OR BALANCE \$.00		TOTAL GROSS ASSETS 858,780	
AMOUNT DUE \$ 50.00		DATE OF INACTIVITY		ASSET DATE 12-31-97	
				ASSETS FOR REGULATED INVESTMENT CORPS Jan. 1st Dec. 31st	

Registered Agent 9000014
CORPORATION SERVICE COMPANY
1013 CENTRE ROAD
WILMINGTON, DE 19805

\$50.00 PENALTY If not Received on or before
March 1, 1998. Plus 1.5% Interest per mo.

2 030198 2693804 000005000 0 9

MAKE CHECK PAYABLE TO: DELAWARE SECRETARY OF STATE	
CHECK NO. 1017	AMOUNT ENCLOSED 50.00

NATURE OF BUSINESS

PRINCIPAL PLACE OF BUSINESS OUTSIDE OF DELAWARE

SEND INVOICE AND PAYMENT ONLY — NO ATTACHMENTS — NO ADDITIONAL PAGES

OFFICERS

NAME

STREET/CITY/STATE/ZIP

DATE TERM EXPIRES

1. EDWARD O. CEMURFORD PRESIDENT c/o 33 E. 67th St. NY NY 10021

2. Thomas M. KROHLEY SECRETARY/TREASURER c/o 33 E. 67th St. NY NY 10021

BANK USE ONLY

02-23-98 0946 00000

76968040111 13 01

DIRECTORS

NAME

STREET/CITY/STATE/ZIP

DATE TERM EXPIRES

1. EDWARD O. CEMURFORD c/o 33 E. 67th St. NY NY 10021

2. COMELIUS M. ALI c/o 700 MARKET TOWERS ADDITIONAL FIN 46204

3. Harold D. GAREISON c/o 700 MARKET TOWERS ADDITIONAL FIN 46204

4. Thomas M. KROHLEY c/o 33 E. 67th St. NY NY 10021

5. _____

6. _____

ORIGINAL SIGNATURE (OFFICER, DIRECTOR OR INCORPORATOR)

TITLE

DATE

X [Signature] SECRETARY/TREASURER 2-19-98